

EXHIBIT A



1313 North Market Street
 P.O. Box 951
 Wilmington, DE 19899-0951
 302 984 6000

Federal ID # 51-0080985

www.potteranderson.com

September 13, 2023
 Bill Number 297047
 File Number (DECHOL) / 21421.00002

DeCurtis Holdings LLC
 Attn: Derek Fournier
 3208 East Colonial Drive
 Orlando, FL 32803

Email: fournier@decurtis.com

For legal services rendered as more fully set forth in the attached statement.

Legal Services	\$116,596.00
Disbursements	<u>\$824.69</u>
Bill Total	\$117,420.69

Previous Balance	<u>\$158,390.60</u>
Grand Total Due	\$275,811.29

For ease of payment, our wiring and ACH instructions appear below:

Bank:	Wells Fargo
Account Number:	2000037858773
Account Name:	Potter Anderson & Corroon LLP
Payee's Address:	1313 North Market Street Wilmington, DE 19801
Wiring Routing Number:	121000248
ACH Routing Number:	031100869
Swift Code:	WFBIUS6S
Reference:	21421-00002



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September 13, 2023
Bill Number 297047
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DeCurtis Holdings LLC
Attn: Derek Fournier
3208 East Colonial Drive
Orlando, FL 32803

RE: Ch. 11 Representation

Through August 29, 2023

<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
Litigation/Adversary Proceedings					
08/01/23	LA	Draft Motion to Seal re: Proposed Findings of Fact and Post-Trial Brief	1.10 Hrs	440/hr	\$484.00
08/01/23	LCH	Emails with L. Akkerman re motion to seal post-trial brief and findings of fact	0.20 Hrs	330/hr	\$66.00
08/02/23	AHSA	Correspondence with PAC team and co-counsel re: motion to seal (.2); correspondence with co-counsel and Carnival re: sealing/exhibits issues/redactions (.1); review motion to seal (.2); calls with co-counsel re: exhibit issues (.4);	0.90 Hrs	675/hr	\$607.50
08/02/23	SR	Emails with Groombridge team, Cooley team, L Akkerman, A Stulman, K Good re motion to seal and redactions for the post-trial brief and proposed findings of fact and conclusions of law (.3); emails with Invictus' counsel, L Akkerman, A Stulman, K Good re same (.2); review/revise motion to redact (.6); finalize same for filing (.2); review/revise redacted version for the post-trial brief; review/revise redacted (.7); review/revise proposed findings of fact and conclusions of law (.8).	2.80 Hrs	460/hr	\$1,288.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
08/02/23	KAMC	Emails to/from S. Rizvi and L. Akkerman regarding Motion to Seal and redacted documents (.5); prepare redacted Brief and Findings of Fact/Conclusions of Law (.6); Finalize, file and facilitate service of Motion to Seal and redacted versions of Brief and Findings of Fact/Conclusions of Law (.8)	1.90 Hrs	350/hr	\$665.00
08/02/23	LCH	Review and format motion to seal post-trial brief and findings of fact (.4); review and format proposed order re same (.1); prepare and draft notice of same (.2); emails with L. Akkerman, S. Rizvi and K. McCloskey re same (.3)	1.00 Hrs	330/hr	\$330.00
08/02/23	LCH	Correspondence with L. Akkerman re redacted versions of post-trial brief and proposed findings of fact	0.30 Hrs	330/hr	\$99.00
08/02/23	LA	Email co-counsel and Lender's counsel re: Motion to seal (0.2); email S. Rizvi and L. Huber re: same (0.2); review Notice re: same (0.1)	0.50 Hrs	440/hr	\$220.00
08/03/23	SR	Conduct research re RFPs for fraudulent transfer action (1.8); emails with A Stulman re same (.1).	1.90 Hrs	460/hr	\$874.00
08/03/23	AHSA	Correspondence with co-counsel and Carnival re: briefs/sealing issues;	0.10 Hrs	675/hr	\$67.50
08/04/23	SR	Call with L Akkerman re status conference and joint exhibit list (.3); review/revise multiple drafts of the joint exhibit list (.8); emails with Groombridge and Cooley teams re same (.3); emails with Carnival team re same (.2); emails with Invictus counsel re same (.2).	1.80 Hrs	460/hr	\$828.00
08/04/23	AHSA	Call with co-counsel re: same/redacted filings (.4); call with K. Good re: same (.2); correspondence with client and co-counsel re: same (.2); call with co-counsel re: hearing/next steps (.2); call with K. Good re: same (.2); correspondence with PAC team and co-counsel re: unredacted filings (.3); correspondence with Carnival and co-counsel re: unredacted filings (.2); correspondence with PAC team and co-counsel re: joint exhibit list (.2); correspondence with Carnival and Invictus re: same (.1); call with K. Good re: exhibit list (.2); call with co-counsel re: same (.2);	2.40 Hrs	675/hr	\$1,620.00
08/04/23	LCH	Prepare and organize unsealed post-trial brief (.4); e-file same and coordinate	0.90 Hrs	330/hr	\$297.00

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08/04/23	LCH	service (.2); multiple emails with L. Akkerman re same (.3) Prepare and draft notice of unsealed proposed findings of fact (.2); prepare and organize unsealed version of same (.4); e-file same and coordinate service (.2); multiple emails with L. Akkerman re same (.2)	1.00 Hrs	330/hr	\$330.00
08/04/23	LCH	Prepare and draft amended joint notice of admitted exhibits (.4); multiple emails with L. Akkerman and A. Stulman re same (.4)	0.80 Hrs	330/hr	\$264.00
08/04/23	LCH	Review multiple exhibits re Carnival exhibit issue (.7); multiple emails with L. Akkerman and K. Bersani re same (.4)	1.10 Hrs	330/hr	\$363.00
08/04/23	LCH	Continued emails with L. Akkerman, S. Rizvi and K. Bersani re amended joint exhibit list	0.40 Hrs	330/hr	\$132.00
08/04/23	LA	Attend Status Conference re: Updated Joint Exhibit List (0.3) and email K. Good, A. Stulman, S. Rizvi, and L. Huber re: same (0.2); Draft Notice of Revised Exhibit List and Accompanying Exhibits (1.0); Call with co-counsel re: same (0.3); email Lender's counsel re: same (0.2); Email counsel for Carnival re: same (0.2); email co-counsel re: same (0.5); email S. Rizvi re: same (0.4); email L. Huber re: same (0.2); Review revise and oversee filing of Notice of withdrawal of Motion to Seal and email L. Huber re: same (0.1)	3.40 Hrs	440/hr	\$1,496.00
08/04/23	LKG	call with A. Stulman re: revising joint exhibit list re: confidentiality designations (.2); call with E. Lazerowitz re: same (.1); email x2 to A. Stulman re: same (.1)	0.40 Hrs	830/hr	\$332.00
08/05/23	LKG	call with K. Bersani re: exhibit list (.2); email to K. Bersani re: same (.1)	0.30 Hrs	830/hr	\$249.00
08/05/23	AHSA	Correspondence with co-counsel, PAC team, and Carnival re: exhibit list and revisions (.3); review same (.1);	0.40 Hrs	675/hr	\$270.00
08/06/23	LKG	review revised draft of exhibit list noting confidentiality of various exhibits and comments to same (.3); emails x7 with K. Bersani, E. Lazerowitz, L. Akkerman, A. Stulman re: same (.4)	0.70 Hrs	830/hr	\$581.00
08/06/23	LCH	Additional correspondence with L. Akkerman re amended joint exhibit list	0.30 Hrs	330/hr	\$99.00
08/06/23	LA	Email co-counsel re: updated exhibit list (0.4); email A. Stulman re: updated exhibit list (0.2); email K. Good re: updated exhibit	2.30 Hrs	440/hr	\$1,012.00

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		list (0.1); email S. Rizvi re: updated exhibit list (0.1); email L. Huber re: updated exhibit list (0.1); revise, finalize, and oversee filing of amended joint exhibit list and accompanying exhibits (1.4)			
08/06/23	AHSA	Correspondence with co-counsel, PAC team and Carnival re: exhibit list (.1); correspondence with L. Akkerman, K. Good and L. Huber re: same and filing (.1); review/revise same and notice (.2);	0.40 Hrs	675/hr	\$270.00
08/06/23	LCH	Review and prepare amended joint admitted exhibit list (.3); e-file same and coordinate service (.3); multiple emails with L. Akkerman re same (.2)	0.80 Hrs	330/hr	\$264.00
08/07/23	AHSA	Correspondence with S. Rizvi re: RFPs (.1); review same (.2); correspondence with co-counsel and PAC team re: sealing issues/redacted documents (.2);	0.50 Hrs	675/hr	\$337.50
08/07/23	SR	Conduct research re RFPs for fraudulent transfer action (0.8); emails with A Stulman re same (.1).	0.90 Hrs	460/hr	\$414.00
08/07/23	LCH	Emails with A. Stulman and chambers re amended joint exhibit list	0.20 Hrs	330/hr	\$66.00
08/07/23	LA	Call with co-counsel re: as-filed joint exhibit list (0.3); research re: same (.5); draft email to PAC team and co-counsel re: same (0.3)	1.10 Hrs	440/hr	\$484.00
08/08/23	AHSA	Correspondence with PAC team re: sealing issues (.1); confer with K. Good and L. Akkerman re: same (.2); correspondence with chambers and co-counsel re: exhibit inquiry (.1);	0.40 Hrs	675/hr	\$270.00
08/08/23	LA	Meet with K. Good and A. Stulman re: Motion to Seal Saxena Declaration and CNO related thereto and re: previously-filed joint exhibit list (.1); conduct research and email A. Stulman re: Exhibit from Carnival Post Trial Brief (.3)	0.40 Hrs	440/hr	\$176.00
08/08/23	LCH	Prepare and draft CNO re motion to seal Saxena dec (.2); review motion re same (.1); multiple emails with L. Akkerman re same (.3)	0.60 Hrs	330/hr	\$198.00
08/08/23	LCH	Emails with A. Stulman re missing Carnival exhibit (.2); research issue re same (.3)	0.50 Hrs	330/hr	\$165.00
08/08/23	CMS	E-mail to K. Good re: trial expenses.	0.10 Hrs	865/hr	\$86.50
08/08/23	LKG	meet with A. Stulman, L. Akkerman re: sealed documents and exhibit issues	0.20 Hrs	830/hr	\$166.00
08/09/23	LCH	Review and retrieve opinion denying	0.40 Hrs	330/hr	\$132.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
		debtors ownership rights and coordinate service of same			
08/09/23	LA	Review Opinion	1.00 Hrs	440/hr	\$440.00
08/09/23	SR	Review/analyze opinion re Carnival trial/ownership of assets (.7); emails with company, Cooley team, Groombridge team re same (.3).	1.00 Hrs	460/hr	\$460.00
08/09/23	AHSA	Review/analyze Ownership Opinion (1.0); correspondence with co-counsel and client re: same (.2); correspondence with chambers and Carnival re: same (.1); call with client, co-counsel, and K. Good re: opinion/status (leave early) (.6);	1.90 Hrs	675/hr	\$1,282.50
08/09/23	CMS	Review ownership opinion.	1.90 Hrs	865/hr	\$1,643.50
08/09/23	CMS	Call w/ client team re: ownership opinion and next steps.	1.10 Hrs	865/hr	\$951.50
08/09/23	LKG	review opinion on ownership (1.1); attend call with J. Wu, N. Groombridge, D. Fournier and others re: same (.9); email x3 with E. Lazerowitz re: same (.1)	2.10 Hrs	830/hr	\$1,743.00
08/10/23	LKG	call with E. Lazerowitz re: impact of decision and upcoming discussion with Disney and Virgin (.2); call with D. Fournier, E. Lazerowitz, H. Murtaugh, and others re: discussion of injunction and Disney/Virgin operations (.7)	0.90 Hrs	830/hr	\$747.00
08/10/23	AHSA	Call with co-counsel, client and invictus re: opinion/go-forward (.7); correspondence with PAC team re: same (.1);	0.80 Hrs	675/hr	\$540.00
08/10/23	LCH	Prepare and draft CNO re motion to extend removal deadline (.2); review motion re same (.1)	0.30 Hrs	330/hr	\$99.00
08/11/23	AHSA	Correspondence with co-counsel and client re: opinion/next steps (.3); correspondence with co-counsel and Carnival re: same (.1); correspondence with co-counsel, Disney and Virgin re: same (.2);	0.60 Hrs	675/hr	\$405.00
08/12/23	AHSA	Correspondence with Carnival and co-counsel and client re: opinion/meet and confer;	0.10 Hrs	675/hr	\$67.50
08/13/23	AHSA	Correspondence with co-counsel, client, Disney, Virgin and Carnival re: opinion/meet and confer;	0.20 Hrs	675/hr	\$135.00
08/13/23	LKG	review correspondence and proposals re: impact of ruling on Disney/Virgin	0.40 Hrs	830/hr	\$332.00
08/14/23	SR	Conduct research re interlocutory appeal (2.7); emails with K Good and A Stulman re same (.1); emails with Groombridge	2.90 Hrs	460/hr	\$1,334.00

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08/14/23	AHSA	team re same (.1). Correspondence with K. Good and S. Rizvi re: appeal research (.1); review same (.3);	0.40 Hrs	675/hr	\$270.00
08/14/23	LCH	Review and retrieve memo order re Carnival standing motion and credit bid motion (.2); coordinate service of same (.1); emails with K. Good re same (.1)	0.40 Hrs	330/hr	\$132.00
08/14/23	CMS	Review standing opinion.	1.20 Hrs	865/hr	\$1,038.00
08/15/23	LA	Review, Revise, and Oversee Filing of CNO re: First Removal Extension Motion	0.20 Hrs	440/hr	\$88.00
08/15/23	AHSA	Attend call with Carnival, lenders, virgin, and disney re: meet and confer (.6); correspondence with co-counsel and client re: same (.2); review/analyze opinion re standing (.5);	1.30 Hrs	675/hr	\$877.50
08/15/23	SR	Conduct further research re interlocutory appeal (2.7); prepare/revise summary re same (.9).	3.60 Hrs	460/hr	\$1,656.00
08/15/23	LKG	participate in meet and confer on injunction with S. Routh, N. Groombridge, E. Lazerowitz, V. Indelicato, A. Troop, H. Murtaugh and others (.6)	0.60 Hrs	830/hr	\$498.00
08/15/23	LCH	E-file CNO re motion to extend removal deadline and upload order (.2); emails with L. Akkerman re same (.1)	0.30 Hrs	330/hr	\$99.00
08/15/23	CMS	Call w/ Carnival and customers re: implementation of ownership opinion/injunction.	0.70 Hrs	865/hr	\$605.50
08/16/23	AHSA	Attend meet and confer with Carnival, invictus, disney and virgin (.2); review/analyze global settlement term sheet (.2); correspondence with K. Good re: same (.1); correspondence with co-counsel and K. Good re: conversion motion (.1); correspondence with K. Good and UST re: shortening notice of conversion motion (.1); review conversion board resolution (.1); review/analyze conversion motion (.2);	1.00 Hrs	675/hr	\$675.00
08/16/23	SR	Conduct further research re interlocutory appeal (2.7); prepare/revise memo re same (.7); emails with K Good re same (.1).	3.50 Hrs	460/hr	\$1,610.00
08/16/23	LKG	participate in meet and confer call with S. Routh, D. Hillman, N. Groombridge, H. Murtaugh and others re: next steps following decision (.2); confer with A. Stulman re: potential conversion motion	0.60 Hrs	830/hr	\$498.00

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		(.1) email x2 to J. Leamy re: shortend notice for conversion (.1); email x4 to S. Rizvi, L. Huber and others re: motion to shorten for conversion (.2)			
08/16/23	CMS	Review proposed post-ownership opinion settlement terms.	0.30 Hrs	865/hr	\$259.50
08/16/23	CMS	Participate in 8/16/23 call w/ Carnival, Invictus, Customer and Debtor representatives re: structuring path forward post-ownership opinion.	0.30 Hrs	865/hr	\$259.50
08/17/23	AHSA	Review/revise motion to convert (.6); review/revise motion to shorten for motion to convert (.4); correspondence with co-counsel and PAC team re: same (.2); correspondence with UST and PAC team re: same (.1); correspondence with parties re: global resolution/injunction (.3); correspondence with co-counsel, K. Good and client re: conversion issues (.1); review memo of same (.2);	1.90 Hrs	675/hr	\$1,282.50
08/17/23	LCH	Review and e-file motion to convert (.4); review and e-file motion to shorten same (.2); emails with S. Rizvi re same (.1)	0.70 Hrs	330/hr	\$231.00
08/17/23	CMS	Review proposed permanent injunction order.	0.20 Hrs	865/hr	\$173.00
08/18/23	AHSA	Correspondence with K. Good, co-counsel and lenders re: global settlement/path forward (.1); call with K. Good re: same (.3); correspondence with PAC team re: notice for motion to convert (.1); review same (.1);	0.60 Hrs	675/hr	\$405.00
08/19/23	AHSA	Correspondence with co-counsel re: global resolution;	0.10 Hrs	675/hr	\$67.50
08/22/23	AHSA	Correspondence with co-counsel and K. Good re: notice of appeal (.1); review notice of foreclosure (.1); confer with K. Good re: same (.2); review foreclosure APA (.2); correspondence with L. Akkerman re: notice of appeal issues (.1); review same; correspondence with co-counsel and lenders re: same (.2);	0.90 Hrs	675/hr	\$607.50
08/22/23	LA	Review and Revise Notice of Appeal (.5); email K. Good, A. Stulman, M. Romano, co-counsel, and lender's counsel re: same and post-filing issues (0.4)	0.90 Hrs	440/hr	\$396.00
08/22/23	MLR	Prepare and coordinate for filing of notice of appeal in Carnival adversary; multiple emails with L. Akkerman and A. Stulman re: same; finalize, file and coordinate	1.10 Hrs	350/hr	\$385.00

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08/22/23	LKG	service of same review/revise x2 draft notice of appeal (.3); review rules re: same (.3) email x8 with L. Akkerman, A. Stulman, E. Lazerowitz and others re: same (.4)	1.00 Hrs	830/hr	\$830.00
08/23/23	MMD A	Retrieve transmittal of record on appeal from Bankruptcy to District (.1); Retrieve docketed notice of appeal and email to PAC team (.1)	0.20 Hrs	350/hr	\$70.00
08/23/23	AHSA	Correspondence with PAC team re: appeal (.2); review district court docket re: same (.2); correspondence with co-counsel re: stay letter and filing of same (.2); review same for filing (.2); correspondence with M. Dero and K. Good re: same (.1); review/analyze Carnival objection to strict foreclosure notice (.2); correspondence with Carnival and co-counsel re: motion to shorten for 365(n) motion (.1); review/revise notice of filing (.2); correspondence with lenders and L. Akkerman re: same (.1); review oral order re: appeal (.1); correspondence with parties re: motions for relief and motion to expedite (.1); correspondence with co-counsel, K. Good and client re: motions to extend (.1);	1.80 Hrs	675/hr	\$1,215.00
08/23/23	LA	Research and draft notice re: Filing Amended Signature Pages (0.1); Email A. Stulman, K. Good re: same (0.1); Email co-counsel and lender's counsel re: same (0.1)	0.30 Hrs	440/hr	\$132.00
08/23/23	MLR	Send copy of notice of appeal to Judge Stickles's chambers	0.10 Hrs	350/hr	\$35.00
08/23/23	LKG	confer with A. Stulman re: notice of appeal and notice to correct signature page (.1); meet with L. Akkerman re: same (.1); email to L. Akkerman re: same (.1)	0.30 Hrs	830/hr	\$249.00
08/23/23	MMD A	Emails with L. Akkerman and K. Good re: appeal signature pages (.1); Update notice per L. Akkerman's comments (.1); Finalize and file Notice of Filing Signature Pages to Notice of Appeal (.2); Emails with Omni re: service of notice (.1)	0.50 Hrs	350/hr	\$175.00
08/23/23	LKG	review Carnival emergency motion for source code (.4) and motion to shorten re: same (.1); and declaration in support of same (.2)	0.70 Hrs	830/hr	\$581.00
08/24/23	MMD	Email from A. Stulman re: agreement (.1);	0.30 Hrs	350/hr	\$105.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
	A	Prepare notice of filing of Code Source Escrow Agreement and email to PAC team for review (.2)			
08/24/23	AHSA	Correspondence with co-counsel and lenders re: source code agreement (.2); review/finalize same for filing (.2); correspondence with M. Dero and chambers re: same (.2); review recent filings, including Carnival response letter (.2), Carnival 365(n) motion, motion to shorten (.1), and related declarations (.4); review/analyze resignation letter (.1); review/analyze employment agreements for DIPL employees (.2); review recent filings, including Virgin emergency motion and related declaration (.4); review/revise notice of filing of proposed injunction order (.5); correspondence with co-counsel and PAC team re: same (.2);	2.70 Hrs	675/hr	\$1,822.50
08/24/23	MMD A	Email from A. Stulman re: notice (.1); Finalize and file Notice of Filing Source Code Escrow Agreement (.1); Email as-filed notice to chambers (.1); Emails with J. Low, DLS, re: delivery to Judge Stickles' chambers (.1); Email with Omni re: service of same (.1)	0.50 Hrs	350/hr	\$175.00
08/24/23	MMD A	Emails from A. Stulman attaching sealed pleadings filed August 23 by Carnival and Virgin (.1); Save pleadings (.1)	0.20 Hrs	350/hr	\$70.00
08/24/23	SR	Review notice re Debtors' proposed permanent injunction order (x2)(.3); review/revise proposed permanent injunction order and exhibits (.4); emails with Groombridge team, Cooley team and PAC team re same (.2); finalize same for filing (.3); emails with M Dero. A Stulman, K Good re same (.2).	1.40 Hrs	460/hr	\$644.00
08/24/23	MMD A	Emails and discussions with A. Stulman re: filing proposed order for injunction/ownership opinion (.1); Prepare notice of filing (.2); Emails between PAC and co-counsel (.1); Email from S. Rizvi re: comments to notice and revise same (.1); Prepare notice and proposed order for final review (.2); Finalize and file Notice of Filing Debtors' Proposed Order Related to the Opinion Regarding Ownership of the DXP Assets and Carnival's Request for Declaratory and Injunctive Relief in main	1.10 Hrs	350/hr	\$385.00

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08/24/23	LKG	and adversary cases (.3); Email to A. Lugano, Judge Stickles' chambers, attaching same (.1); review Debtors' draft notice and proposed injunction for filing (.4); review Virgin notice of proposed injuncton (.2); review Carnival notice and proposed injunction (.3); review Disney notice re: proposed injunction (.1)	1.00 Hrs	830/hr	\$830.00
08/24/23	LKG	review Virgin emergency motion re: source code and motion to shorten re: same (.5);	0.50 Hrs	830/hr	\$415.00
08/24/23	CMS	Review motion for Carnival to access MAS code, related declaration and related motion to shorten.	1.00 Hrs	865/hr	\$865.00
08/24/23	CMS	Review source code escrow agreement.	0.30 Hrs	865/hr	\$259.50
08/24/23	CMS	Review Virgin Emergency Motion for Specific Performance of Rights and related motion to shorten.	0.60 Hrs	865/hr	\$519.00
08/25/23	AHSA	Correspondence with co-counsel and client re: strict foreclosure (.1); review/analyze competing forms of order for the injunction order (.2); review/analyze debtors redline of injunction order (.2); review injunction and order (.2); review order re: motion to shorten (.1);	0.80 Hrs	675/hr	\$540.00
08/25/23	MMD A	Emails with S. Rizvi re: August 29 agenda notice (.1); Emails with A. Lugano, Judge Stickles' chambers, re: Zoom information (.1); Update agenda accordingly (.1); Email with Parcels re: preparation of binder for delivery to chambers (.1); Emails with K. McCloskey re: review of binder (.1)	0.50 Hrs	350/hr	\$175.00
08/25/23	MMD A	Retrieve (1) Order Regarding Ownership Issue and (2) Permanent Injunction and email to PAC, Cooley and Groombridge teams	0.10 Hrs	350/hr	\$35.00
08/25/23	MMD A	Email from A. Stulman re: order on ownership issue (.1); Prepare comparison between as-entered order and Debtors' draft order (.2)	0.30 Hrs	350/hr	\$105.00
08/25/23	MMD A	Retrieve Order Regarding (I) Carnival Corporation's Emergency Motion and (II) Virgin Voyages' Emergency Motion	0.10 Hrs	350/hr	\$35.00
08/25/23	LKG	review order re: Virgin and Carnival motions re: source code	0.10 Hrs	830/hr	\$83.00
08/25/23	LKG	review orders re: ownership issue and permanent injunction	0.20 Hrs	830/hr	\$166.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
08/28/23	AHSA	Review Carnival objection to remedies notice (.3); correspondence with Virgin and co-counsel re: sealed documents (.2);	0.50 Hrs	675/hr	\$337.50
Total AP Litigation/Adversary Proceedings			86.50		\$48,750.00
Business Operations					
08/01/23	AHSA	Correspondence with client re: budgeting;	0.10 Hrs	675/hr	\$67.50
08/01/23	LA	Email US Trustee and Company re: payment of quarterly UST Fees	0.30 Hrs	440/hr	\$132.00
08/01/23	LKG	meet with L. Akkerman re: UST fee payment (.1); email to J. LaBoy re: same (.1)	0.20 Hrs	830/hr	\$166.00
08/09/23	AHSA	Correspondence with PAC team, Province and client re: budget issues;	0.20 Hrs	675/hr	\$135.00
08/12/23	AHSA	Correspondence with PAC team and client re: budgeting;	0.10 Hrs	675/hr	\$67.50
08/14/23	CMS	Participate in 8/14/23 board call (left early).	1.00 Hrs	865/hr	\$865.00
08/16/23	LKG	participate in board call	0.70 Hrs	830/hr	\$581.00
08/16/23	CMS	Participate in 8/16/23 board meeting.	0.50 Hrs	865/hr	\$432.50
08/17/23	LA	Research and Reply to Province email re: MORs	0.50 Hrs	440/hr	\$220.00
08/17/23	CMS	Prepare and participate in 8/17/23 board meeting.	1.50 Hrs	865/hr	\$1,297.50
08/17/23	LKG	participate in board call	1.30 Hrs	830/hr	\$1,079.00
08/17/23	AHSA	Correspondence with Province, client and L. Akkerman re: MORs;	0.10 Hrs	675/hr	\$67.50
08/18/23	AHSA	Correspondence with K. Good and S. Rizvi re: employee issues;	0.10 Hrs	675/hr	\$67.50
08/21/23	AHSA	Correspondence with Province and L. Akkerman re: MORs; review same;	0.10 Hrs	675/hr	\$67.50
08/21/23	LA	Email Province re: MORs for July	0.10 Hrs	440/hr	\$44.00
08/22/23	CMS	Review July 2023 MORs.	0.40 Hrs	865/hr	\$346.00
08/22/23	MMD A	Email from L. Akkerman attaching monthly operating reports (.1); Save same and revise per L. Akkerman's comments (.2); Finalize and file Monthly Operating Reports for Period Ending July 31, 2023 as to both Debtors (.4); Email with Omni re: service of the operating reports (.1)	0.80 Hrs	350/hr	\$280.00
08/22/23	AHSA	Correspondence with Province and L. Akkerman re: MORs;	0.10 Hrs	675/hr	\$67.50
08/22/23	LA	Review, revise, and oversee filing of July MORs	0.60 Hrs	440/hr	\$264.00
Total BO Business Operations			8.70		\$6,247.00

DeCurtis Holdings LLC
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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
Case Administration					
08/04/23	LCH	Research re potential dismissal (.5); emails with A. Stulman re same (.1)	0.60 Hrs	330/hr	\$198.00
08/04/23	CMS	Review/update critical dates.	0.30 Hrs	865/hr	\$259.50
08/04/23	LCH	Review and retrieve recently filed pleadings and update calendars	0.70 Hrs	330/hr	\$231.00
08/11/23	LCH	Review and retrieve recently filed pleadings and update calendars	0.70 Hrs	330/hr	\$231.00
08/16/23	CMS	Review/revise motion to convert.	0.60 Hrs	865/hr	\$519.00
08/16/23	CMS	Review motion to shorten for conversation motion.	0.30 Hrs	865/hr	\$259.50
08/16/23	SR	Prepare/revise motion to shorten re motion to convert (1.1); emails with A Stulman, K Good, C Samis re same (.1); emails with J Leamy, A Stulman, K Good, C Samis re same (.1).	1.30 Hrs	460/hr	\$598.00
08/17/23	LKG	review motion to convert and proposed revisions to same (.4); correspondence with A. Stulman re: same (.1); review final draft of same (.3); and motion to shorten/limit notice (.2); email x6 to S. Rizvi, A. Stulman, L. Akkerman and other re: same (.3)	1.30 Hrs	830/hr	\$1,079.00
08/17/23	SR	Revise motion to convert (x3)(.8); emails with A Stulman, K Good re same (.2); emails with Cooley team, C Samis, A Stulman, K Good re same (.1); emails with L Huber A Stulman, K Good re same (.2); finalize same for filing (.3).	1.60 Hrs	460/hr	\$736.00
08/17/23	SR	Conduct research re conversion (.6); emails with C Samis, A Stulman, K Good re same (.1).	0.70 Hrs	460/hr	\$322.00
08/17/23	SR	Further revise motion to shorten re motion to convert (x3)(.5); emails with E Lazerowitz, A Stulman, K Good, C Samis re same (.1); finalize same for filing (.2).	0.80 Hrs	460/hr	\$368.00
08/17/23	LKG	email to D. Fournier, J. Carino re: documents to be provided to chapter 7 trustee upon conversion	0.10 Hrs	830/hr	\$83.00
08/17/23	LCH	Review and retrieve recently filed pleadings and update calendars	0.20 Hrs	330/hr	\$66.00
08/18/23	SR	Conduct research re conversion to chapter 7 (2.2); emails with C Samis, A Stulman, K Good re same (.2); emails with Cooley team, C Samis, A Stulman, K Good re same (.1); emails with L Huber A Stulman, K Good re same (.2); finalize same for filing (.3).	3.00 Hrs	460/hr	\$1,380.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
08/18/23	LA	Prepare Notice re: Emergency Motion to Convert and email PAC team re: same	0.50 Hrs	440/hr	\$220.00
08/18/23	MMD A	Email from K. Good re: order shortening notice (.1); Retrieve order shortening notice re: emergency motion to convert and update notice of hearing accordingly (.3)	0.40 Hrs	350/hr	\$140.00
08/18/23	MMD A	Finalize and file notice of hearing re: emergency motion to convert (.2); Update critical dates (.1); Email with Omni re: service of notice and order shortening notice (.1)	0.40 Hrs	350/hr	\$140.00
08/20/23	LA	Email A. Stulman re: Order on Motion to Shorten and Notice Requirements	0.30 Hrs	440/hr	\$132.00
08/21/23	AHSA	Correspondence with client re: conversion issue (.1); correspondence with lenders and co-counsel re: foreclosure (.1);	0.20 Hrs	675/hr	\$135.00
08/25/23	CMS	E-mails to E. Lazerowitz re: conversion preparation.	0.20 Hrs	865/hr	\$173.00
08/28/23	SR	Emails with L Huber and A Stulman re CNO for conversion motion; emails with co-counsel re same.	0.20 Hrs	460/hr	\$92.00
08/29/23	LA	Research re: Service of Order on Conversion (0.2); email A. Stulman and L. Huber re: same (0.1)	0.30 Hrs	440/hr	\$132.00
08/29/23	LCH	Prepare and draft CNO re motion to convert (.2); prepare and organize proposed order re same (.1); e-file CNO and upload order (.2); emails with L. Akkerman re same (.1)	0.60 Hrs	330/hr	\$198.00
08/29/23	LCH	Review and retrieve conversion order and coordinate service of same	0.30 Hrs	330/hr	\$99.00
08/29/23	LCH	Review and retrieve recently filed pleadings and update calendars	0.70 Hrs	330/hr	\$231.00
08/29/23	AHSA	Call and correspondence with L. Huber re: CNO for motion to convert (.1); call and correspondence with Virgin re: sealed documents (.2); correspondence with co-counsel and lenders re: same (.1); correspondence with PAC team re: service of dismissal order (.2);	0.60 Hrs	675/hr	\$405.00
Total CA Case Administration			16.90		\$8,427.00
Court Appearances/Communications/Hearings					
08/04/23	LKG	participate in status conference re: seal of post trial filings (.2); email to C. Samis, L. Akkerman, S. Rizvi, A. Stulman re: summary of same (.1)	0.30 Hrs	830/hr	\$249.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
08/04/23	LCH	Prepare and draft notice of 8/4/23 status conference (.3); e-file same and coordinate service (.2); emails with A. Stulman re same (.2)	0.70 Hrs	330/hr	\$231.00
08/04/23	LCH	Register A. Stulman, K. Good, S. Rizvi, L. Akkerman, C. Samis, E. Lazerowitz, C. Speckhart, N. Groombridge, J. Wu, A. Penfield, K. Bersani, B. Hsu and C. Wu for 8/4/23 status conference and emails with same (1.0); prepare and documents for same (.3); emails with D. Cahir re same (.1)	1.40 Hrs	330/hr	\$462.00
08/04/23	AHSA	Correspondence with chambers re: status conference (.1); review/revise notice re: same (.1); correspondence with L. Huber re: same (.1); correspondence with co-counsel re: same (.1); call with K. Good re: same (.3);	0.70 Hrs	675/hr	\$472.50
08/07/23	LCH	Review and retrieve 8/4/23 transcript and circulate same	0.20 Hrs	330/hr	\$66.00
08/07/23	CMS	Review transcript from 8/4/23 hearing.	0.30 Hrs	865/hr	\$259.50
08/16/23	LCH	Prepare and draft notice of status conference for 8/17 (.3); emails with K. Good re same (.1)	0.40 Hrs	330/hr	\$132.00
08/16/23	AHSA	Correspondence with lenders, virgin, co-counsel and K. Good re: status conference (.3); correspondence with chambers re: same (.1);	0.40 Hrs	675/hr	\$270.00
08/16/23	LKG	email x3 to Z. Shapiro, E. Lazerowitz and others re: status conference request	0.20 Hrs	830/hr	\$166.00
08/17/23	AHSA	Correspondence with parties and chambers re: status conference (.1); correspondence with L. Huber and K. Good re: notice of same (.1); call with K. Good re: status conference and case update (.2); correspondence with co-counsel and L. Huber re: status conference (.1); attend status conference (leave early) (.3); correspondence with client and co-counsel re: board call (.2);	1.00 Hrs	675/hr	\$675.00
08/17/23	LCH	Update notice of 8/21/23 status conference (.1); e-file same and coordinate service (.2); emails with A. Stulman, K. Good and S. Rizvi re same (.1)	0.40 Hrs	330/hr	\$132.00
08/17/23	LCH	Register E. Lazerowitz, C. Speckhart, A. Stulman, K. Good, L. Akkerman and J. Wu for 8/17/23 status conference (.3); coordinate hearing logistics re same (.5)	0.80 Hrs	330/hr	\$264.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
08/17/23	LCH	Prepare and organize notice of 8/21/23 status conference (.2); e-file same (.1); register PAC, Cooley and Groombridge teams for same (.5)	0.80 Hrs	330/hr	\$264.00
08/17/23	SR	Attend 8/17 Status Conference (1.0); review/revise notice re same (.4); emails with L Huber, A Stulman, K Good re same (.1); emails with Cooley, PAC, and Groombridge teams re same (.1).	1.60 Hrs	460/hr	\$736.00
08/17/23	LA	Meet with and email S. Rizvi re: status conference(0.3). meet with K. Good re: same (0.1)	0.40 Hrs	440/hr	\$176.00
08/17/23	LKG	emails x4 with chambers and parties re: status conference (.2); email to L. Huber attend status conference on conversion/injunction issues (1.0); call with E. Lazerowitz, C. Speckhart following same (.2)	1.40 Hrs	830/hr	\$1,162.00
08/18/23	MMD A	Review L. Huber's memo (.1) and emails with K. McCloskey re: binders for August 21 status conference (.1)	0.20 Hrs	350/hr	\$70.00
08/18/23	LKG	email x2 to M. Dero, L. Akkerman, S. Rizvi re: notice of hearing on conversion motion (.1); review draft of same (.1)	0.20 Hrs	830/hr	\$166.00
08/21/23	AHSA	Correspondence with K. Good and S. Rizvi re: hearing prep (.2); correspondence with co-counsel re: same (.1);	0.30 Hrs	675/hr	\$202.50
08/21/23	KAMC	Preparation for hearing and update binders based on new filings	0.40 Hrs	350/hr	\$140.00
08/21/23	SR	Attend 8/21 status conference re Carnival litigation (.7); review/revise notice of 8/24 status conference (.3); emails with M Dero, A Stulman, K Good re same (.1).	1.10 Hrs	460/hr	\$506.00
08/21/23	MMD A	Emails with K. Good and S. Rizvi re: Zoom appearances	0.10 Hrs	350/hr	\$35.00
08/21/23	MMD A	Email from S. Rizvi re: August 24 status conference (.1); Prepare notice of status conference and email to K. Good and S. Rizvi (.2) Revise same per K. Good's comments (.1); Emails with A. Lugano, Judge Stickles' chambers, re: Zoom information (.1); Finalize and file in main and adversary matters Notice of Virtual Status Conference Scheduled for August 24, 2023 (.3); Add to critical dates calendar and instructions to Omni re: service of same (.1)	0.90 Hrs	350/hr	\$315.00
08/21/23	MMD	Register August 24 Zoom appearances for	0.40 Hrs	350/hr	\$140.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
08/21/23	A LKG	PAC, Cooley and Groombridge teams meet with C. Speckhart, E. Lazerowitz in preparation for status conference (1.4); attend same (1.0); review draft notice of 8/24 status conference (.1); email to S. Rizvi, A. Stulman and others re: same (.1)	2.60 Hrs	830/hr	\$2,158.00
08/23/23	MMD A	Review calendar re: upcoming deadlines (.1); Prepare agenda notice for August 29 hearing on motion to convert and email to PAC team for review/comment (.3)	0.40 Hrs	350/hr	\$140.00
08/23/23	MMD A	Email August 21 transcript to Z. Shapiro per K. Good's email	0.10 Hrs	350/hr	\$35.00
08/24/23	AHSA	Prepare for status conference (.2); correspondence with co-counsel re: same; attend status conference (1.1);	1.30 Hrs	675/hr	\$877.50
08/24/23	CMS	Participate in 8/24/23 status conference.	0.70 Hrs	865/hr	\$605.50
08/24/23	SR	Attend 8/24 status conference; prepare for the status conference (1.2); review Virgin's emergency motion (.4);	1.60 Hrs	460/hr	\$736.00
08/25/23	MMD A	Finalize and file Notice of Agenda of Matters Scheduled for Hearing on August 29, 2023 (.2); Email agenda and related pleadings to chambers (.1)	0.30 Hrs	350/hr	\$105.00
08/25/23	MMD A	Emails from A. Stulman and S. Rizvi re: August 29 hearing/status conference (.1); Review pleadings and prepare amended agenda notice for same (.3)	0.40 Hrs	350/hr	\$140.00
08/25/23	KAMC	Emails to/from M. Dero regarding submission of binder to Chambers (.1); review same and coordinate drop-off of same (.1)	0.20 Hrs	350/hr	\$70.00
08/25/23	MMD A	Emails with G. Matthews, Reliable, re: status of August 24 transcript (.1); Save and email to PAC, Cooley and Groobridge teams (.1)	0.20 Hrs	350/hr	\$70.00
08/25/23	SR	Review/revise agenda for 8/29 hearing (x2)(.5); emails with chambers re same (.2); emails with M Dero, A Stulman and K Good re same (.2); correspond with M Dero re same (.1).	1.00 Hrs	460/hr	\$460.00
08/25/23	AHSA	Review hearing agenda (.2); correspondence with PAC team re: same (.1); correspondence with PAC team re: amended agenda (.2);	0.50 Hrs	675/hr	\$337.50
08/28/23	AHSA	Call and correspondence with creditor re: conversion motion (.2); correspondence with co-counsel re: same (.1); correspondence with PAC team re: CNO (.1); call with L. Huber re: hearing/prep	1.00 Hrs	675/hr	\$675.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
		(.2); review/analyze conversion memo (.2); review/revise hearing agenda (.1); correspondence with co-counsel re: hearing/prep (.1);			
08/28/23	SR	Emails with L Huber and A Stulman re amended agenda for 8/29 hearing; emails with co-counsel re same.	0.30 Hrs	460/hr	\$138.00
08/28/23	MMD A	Email from E. Lazerowitz and J. Sazant re: August 21 transcript and reply to same including requested transcript	0.10 Hrs	350/hr	\$35.00
08/28/23	LCH	Update and prepare 8/29/23 agenda (.4); e-file same and coordinate service (.2); emails with A. Stulman re same (.1)	0.70 Hrs	330/hr	\$231.00
08/28/23	LCH	Prepare and organize hearing materials for 8/29/23 hearing (1.5); emails with A. Stulman re same (.1)	1.60 Hrs	330/hr	\$528.00
08/28/23	LCH	Register J. Wu for 8/29/23 hearing and emails re same	0.30 Hrs	330/hr	\$99.00
08/29/23	AHSA	Prepare for hearing (1.2); attend hearing (2.0); confer with C. Samis and co-counsel re: same (.3);	3.50 Hrs	675/hr	\$2,362.50
08/29/23	LCH	Review and preserve 8/21/23 hearing materials	0.70 Hrs	330/hr	\$231.00
		Total CH Court Appearances/Communications/Hearings	32.10		\$17,325.50
Creditor Inquiries					
08/02/23	LKG	email to E. Lazerowitz re: inquiry from PBGC	0.10 Hrs	830/hr	\$83.00
08/02/23	SR	Emails with Pension Benefit Guaranty Corporation re creditor inquiry (.1); emails with Cooley team and Groombridge team re same (.2).	0.30 Hrs	460/hr	\$138.00
08/11/23	CMS	Return calls to creditors and other parties in interest inquiring re: status of case, claims, litigation and tax returns.	1.00 Hrs	865/hr	\$865.00
		Total CI Creditor Inquiries	1.40		\$1,086.00
Financing/Cash Collateral/DIP					
08/04/23	SR	Review/review notice of post-termination budget (x2)(.5); emails with M Dero, A Stulman, K Good re same (.2); emails with Invictus, Cooley, PAC, and DeCurtis teams re same (.2).	0.90 Hrs	460/hr	\$414.00
08/07/23	CMS	E-mails to J. Carino and others re: budget reporting.	0.20 Hrs	865/hr	\$173.00

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08/08/23	CMS	Review July 2023 LRC invoice.	0.20 Hrs	865/hr	\$173.00
08/09/23	CMS	E-mails K. Good, R. Busto and others re: preparation of budget projections.	0.50 Hrs	865/hr	\$432.50
08/09/23	CMS	Prepare budget projections.	0.50 Hrs	865/hr	\$432.50
08/11/23	CMS	E-mails to K. More and others re: July 2023 PAC invoice for budgeting.	0.30 Hrs	865/hr	\$259.50
08/14/23	CMS	E-mails to K. Good re: fee applications and budget reporting.	0.40 Hrs	865/hr	\$346.00
08/16/23	AHSA	Review/analyze notice of DIP termination;	0.20 Hrs	675/hr	\$135.00
08/16/23	CMS	E-mails to K. More re: release receipts from professional fee escrow.	0.20 Hrs	865/hr	\$173.00
08/20/23	LKG	call with E. Lazerowitz re: path forward and possible DIP foreclosure (.2); review revised budget for same (.2)	0.40 Hrs	830/hr	\$332.00
08/21/23	AHSA	Correspondence with co-counsel and PAC team re: DIP budget/notice (.1); review same for filing (.3);	0.40 Hrs	675/hr	\$270.00
08/21/23	MMD A	Emails from K. Good and S. Rizvi re: filing post-termination DIP budget (.1); Prepare notice of filing (.1); Update notice of filing to include language from E. Lazerowitz (.2); Finalize and file Notice of Filing of DIP Post-Termination Budget (.2); Emails with J. Low re: delivering copies to K. Good (.1); Email as-filed notice to chambers (.1)	0.80 Hrs	350/hr	\$280.00
08/21/23	CMS	E-mail to J. Carino and other re: budget reporting.	0.20 Hrs	865/hr	\$173.00
08/22/23	LKG	review notice of exercise of DIP remedies and DIP order provisions re: same (.4); review draft of strict foreclosure agreement (.3)	0.70 Hrs	830/hr	\$581.00
08/22/23	CMS	Review notice of exercise of DIP remedies.	0.10 Hrs	865/hr	\$86.50
08/22/23	MMD A	Retrieve Notice of Exercise of Remedies by DIP Agent Pursuant to Final DIP Order and email to PAC and Cooley teams	0.10 Hrs	350/hr	\$35.00
08/23/23	LKG	review Carnival response and objection re: strict foreclosure	0.20 Hrs	830/hr	\$166.00
08/23/23	CMS	Review Carnival letter on strict foreclosure notice.	0.20 Hrs	865/hr	\$173.00
08/23/23	CMS	Review Carnival's objection to notice of default.	0.20 Hrs	865/hr	\$173.00
08/24/23	CMS	Review strict foreclosure closing package.	0.80 Hrs	865/hr	\$692.00
08/24/23	CMS	Review notice of exercise of DIP remedies.	0.20 Hrs	865/hr	\$173.00
08/28/23	CMS	Review Carnival Response and Objection to Second Notice of Exercise of Remedies by DIP Agent Pursuant to Final DIP Order.	0.20 Hrs	865/hr	\$173.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
Total CR Financing/Cash Collateral/DIP			7.90		\$5,846.00
Employment Applications/Objections					
08/04/23	SR	Review/revise OCP declaration (.3); emails with company, Cooley team, A Stulman re same (.2); emails with L Huber re same (.1); emails with A Stulman re same (.1).	0.70 Hrs	460/hr	\$322.00
08/04/23	AHSA	Correspondence with co-counsel and client re: OCP for Indian counsel (.1); call with S. Rizvi re: same (.1); review OCP declaration for same (.1); correspondence with OCP Cherry Baekhart (.1);	0.40 Hrs	675/hr	\$270.00
08/06/23	LCH	Emails with S. Rizvi re Chir Amit OCP dec	0.20 Hrs	330/hr	\$66.00
08/07/23	AHSA	Correspondence with S. Rizvi and co-counsel re: OCP;	0.10 Hrs	675/hr	\$67.50
08/07/23	SR	Review/revise OCP declaration (.3); emails with company, Cooley team, A Stulman re same (.2); emails with L Huber re same (.1); emails with A Stulman re same (.1).	0.70 Hrs	460/hr	\$322.00
08/08/23	AHSA	Correspondence with Cherry Baekhart re: OCP declaration (.1); correspondence with PAC team re: same (.1); review same (.1);	0.30 Hrs	675/hr	\$202.50
08/08/23	KAMC	Review/format/prepare OCP Declaration	0.40 Hrs	350/hr	\$140.00
08/08/23	KAMC	File and coordinate service of OCP Declaration	0.20 Hrs	350/hr	\$70.00
08/08/23	KAMC	Multiple emails with A. Stulman and L. Akkerman re OCP Declaration and filing of same	0.40 Hrs	350/hr	\$140.00
08/08/23	LA	Review, Revise, and oversee filing of OCP declaration (0.4) and email A. Stulman and K. McCloskey re: same (0.2)	0.60 Hrs	440/hr	\$264.00
08/09/23	AHSA	Correspondence with OCP re: declaration; correspondence with PAC team re: same;	0.10 Hrs	675/hr	\$67.50
08/10/23	CMS	Review Chir OCP declaration.	0.20 Hrs	865/hr	\$173.00
08/10/23	LCH	Review/format/prepare Chir Amrit OCP dec (.3); e-file same and coordinate service (.2); emails with S. Rizvi re same (.1)	0.60 Hrs	330/hr	\$198.00
08/10/23	AHSA	Correspondence with OCP, co-counsel, S. Rizvi and client re: OCP dec (.1); review same (.1);	0.20 Hrs	675/hr	\$135.00
08/10/23	SR	Review/revise OCP declaration (.3); emails with company, Cooley team, A Stulman re same (.2); emails with L Huber re same (.1); emails with A Stulman re same (.1).	0.70 Hrs	460/hr	\$322.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
Total EA Employment Applications/Objections			5.80		\$2,759.50
Employee Benefits/Pensions					
08/17/23	LKG	email to S. Rizvi re: employee termination research question	0.10 Hrs	830/hr	\$83.00
08/18/23	LKG	research re: employee termination inquiry	0.50 Hrs	830/hr	\$415.00
Total EB Employee Benefits/Pensions			0.60		\$498.00
Executory Contract and Leases					
08/04/23	CMS	Review/revise cure list.	0.20 Hrs	865/hr	\$173.00
08/07/23	AHSA	Correspondence with claimant and co-counsel re: contract issue (.2); correspondence with S. Rizvi and co-counsel re: stip for same (.2);	0.40 Hrs	675/hr	\$270.00
08/07/23	SR	Conduct research re stay relief for a prepetition agreement (1.9); draft stipulation and order Peritum stay relief (1.1); emails with E Lazerowitz and A Stulman re same.	3.00 Hrs	460/hr	\$1,380.00
Total EC Executory Contract and Leases			3.60		\$1,823.00
Fee Applications/Objections					
08/02/23	AHSA	Correspondence with S. Rizvi, co-counsel and GW re: fee application (.1); review same (.1); correspondence with K. Good and S. Rizvi re: same (.1);	0.30 Hrs	675/hr	\$202.50
08/02/23	SR	Review/revise Groombridge second monthly fee application (1.4); emails with Groombridge team re same (.3); call with J Wu re same (.2); meet with K Good re same (.2); emails with K Good and A Stulman re same (.1).	2.20 Hrs	460/hr	\$1,012.00
08/02/23	LKG	meet with S. Rizvi re: Groombridge 2nd monthly fee app (.2); review same re: counsel invoice inquiry (.1); email x2 to S. Rizvi, A. Stulman re: same (.1)	0.40 Hrs	830/hr	\$332.00
08/02/23	LCH	Emails and meeting with S. Rizvi re June monthly fee apps	0.30 Hrs	330/hr	\$99.00
08/02/23	KAMC	Emails to/from S. Rizvi and Groomsbridge counsel regarding second monthly fee application	0.30 Hrs	350/hr	\$105.00
08/03/23	AHSA	Correspondence with co-counsel and S. Rizvi re: fee app;	0.10 Hrs	675/hr	\$67.50
08/03/23	LCH	Review/format/prepare Groombridge second monthly fee app (.4); prepare and	0.90 Hrs	330/hr	\$297.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
08/03/23	SR	draft notice re same (.2); e-file same and coordinate service (.2); emails with S. Rizvi re same (.1) Review/revise revised draft of Groombridge second monthly fee application and related invoice (0.5); emails with Groombridge team re same (.2); emails with K Good and A Stulman re same (.1).	0.80 Hrs	460/hr	\$368.00
08/07/23	CMS	Review/revise July 2023 bill for fee application preparation incl. Local Rule compliance.	1.30 Hrs	865/hr	\$1,124.50
08/07/23	LCH	Review and revise July bill memo for compliance with local rules and submit for attorney review	0.80 Hrs	330/hr	\$264.00
08/08/23	AHSA	Review/revise July monthly fee detail for consistency with Local Rules;	1.00 Hrs	675/hr	\$675.00
08/08/23	SR	Review/revise CNO re PAC monthly fee application; emails with L Huber re same.	0.40 Hrs	460/hr	\$184.00
08/08/23	CMS	E-mails to J. Carino re: 2nd PAC fee application and related CNO.	0.30 Hrs	865/hr	\$259.50
08/08/23	LCH	Prepare and draft CNO re PAC second monthly fee app (.2); review fee app re same (.1); e-file same (.1); emails with S. Rizvi and C. Samis re same (.2)	0.60 Hrs	330/hr	\$198.00
08/10/23	LCH	Prepare and draft CNO re Province second monthly fee app (.2); review fee app re same (.1)	0.30 Hrs	330/hr	\$99.00
08/14/23	AHSA	Correspondence with Province and PAC team re: Province fee app;	0.10 Hrs	675/hr	\$67.50
08/14/23	LA	Email K. Good and S. Rizvi re: FA July Fee App	0.10 Hrs	440/hr	\$44.00
08/14/23	CMS	Review/revise Province third monthly fee application.	0.80 Hrs	865/hr	\$692.00
08/14/23	LKG	email x2 to L. Akkerman, S. Rizvi, R. Busto re: Province 2nd monthly fee app	0.10 Hrs	830/hr	\$83.00
08/15/23	LA	Review, Revise, and Oversee Filing of CNO re: Province Second Monthly Fee Application	0.20 Hrs	440/hr	\$88.00
08/15/23	LA	Review, Revise, and Oversee Filing of PAC Third Monthly Fee App	0.90 Hrs	440/hr	\$396.00
08/15/23	AHSA	Correspondence with co-counsel and S. Rizvi re: GW fee app;	0.10 Hrs	675/hr	\$67.50
08/15/23	SR	Review/revise Groombridge third monthly fee application (1.0); emails with Groombridge team re same (.2); emails with L Huber re same (.1) finalize same for filing (.3); emails with Groombridge team and L Huber re Groombridge's second	1.70 Hrs	460/hr	\$782.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
08/15/23	LCH	monthly fee app (.1). Prepare and draft PAC third monthly fee app (.7); prepare and draft notice and COS re same (.2); update fee charts re same (.5)	1.40 Hrs	330/hr	\$462.00
08/15/23	LCH	Prepare and organize PAC third monthly fee app (.2); prepare and organize exhibits re same (.3); e-file same and coordinate service (.2); emails with L. Akkerman re same (.2)	0.90 Hrs	330/hr	\$297.00
08/15/23	LCH	Review/format/prepare Province third monthly fee app (.3); prepare and draft notice re same (.1); prepare and organize exhibits re same (.1); e-file same and coordinate service (.2); emails with S. Rizvi re same (.1)	0.80 Hrs	330/hr	\$264.00
08/15/23	LCH	Review/format/prepare Groombridge third monthly fee app (.3); prepare and draft notice re same (.1); prepare and organize exhibits re same (.1); e-file and coordinate service of same (.1); emails with S. Rizvi re same (.1)	0.70 Hrs	330/hr	\$231.00
08/15/23	LCH	E-file CNO re Province second monthly fee app (.1); emails with L. Akkerman and C. Samis re same (.1)	0.20 Hrs	330/hr	\$66.00
08/15/23	CMS	Review/revise PAC third monthly fee application.	0.80 Hrs	865/hr	\$692.00
08/18/23	MMD A	Email from S. Rizvi attaching Cooley's combined second monthly application and save same (.1); Update application (.1); Prepare notice of application (.1); Finalize and file Cooley's combined second monthly application (.2); Email with Omni re: service of application (.1); Calendar deadlines (.1)	0.70 Hrs	350/hr	\$245.00
08/18/23	AHSA	Correspondence with co-counsel and PAC team re: Cooley fee app;	0.10 Hrs	675/hr	\$67.50
08/18/23	SR	Review/revise Cooley second monthly fee application (.9); emails with Cooley and PAC teams re same (.1); emails with with M Dero re same (.1); finalize same for filing (.3).	1.40 Hrs	460/hr	\$644.00
08/24/23	CMS	Review Carnival objection to Groombridge Wu second fee app.	0.30 Hrs	865/hr	\$259.50
08/24/23	LKG	review Carnival objection to Groombridge 2nd and 3rd MFA (.2)	0.20 Hrs	830/hr	\$166.00
08/25/23	AHSA	Call with Schulte re: groombridge fee objection;	0.20 Hrs	675/hr	\$135.00
08/25/23	SR	Review objection to Groombridge monthly	0.60 Hrs	460/hr	\$276.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
		fee application (0.3); emails with M Dero, A Stulman and K Good re same (.2); correspond with M Dero re same (.1).			
08/28/23	AHSA	Call and correspondence with Carnival re: objection to Groombridge fees (.1); call with Schulte re: same (.2);	0.30 Hrs	675/hr	\$202.50
08/29/23	LCH	Begin drafting PAC combined monthly and final fee app	1.20 Hrs	330/hr	\$396.00
Total FA Fee Applications/Objections			23.80		\$11,910.50

Tax Issues/Corporate Matters

08/16/23	LA	Email K. Good, C. Samis, and A. Stulman re: Texas tax issue	0.10 Hrs	440/hr	\$44.00
Total MA Tax Issues/Corporate Matters			0.10		\$44.00

Relief from Stay Proceedings

08/23/23	LKG	review letter to Carnival re: stay violations	0.10 Hrs	830/hr	\$83.00
08/23/23	MMD A	Email from A. Stulman attaching stay violation letter (.1); Prepare notice of filing and email for approval (.2); Finalize and file Notice of Filing of Letter Dated August 23, 2023 from Debtors to Carnival Corporation Regarding Stay Violations (.2); Email to chambers (.1); Email to Omni with instructions for service of same (.1); Emails with J. Low, DLS, re: delivery of notice to chambers (.1)	0.80 Hrs	350/hr	\$280.00
08/24/23	LKG	review Carnival response re: employees and stay violations (.1)	0.10 Hrs	830/hr	\$83.00
08/24/23	MMD A	Retrieve Notice of Filing Letter Dated August 24, 2023 from Carnival Corporation to Debtors Regarding Alleged Stay Violations and email to PAC and Cooley teams	0.10 Hrs	350/hr	\$35.00
08/24/23	CMS	Review Carnival response to stay violation letter.	0.20 Hrs	865/hr	\$173.00
08/24/23	CMS	Review correspondence on alleged stay violations.	0.30 Hrs	865/hr	\$259.50
08/24/23	CMS	Review NDA/noncompete agreements with Soni and Arya	0.30 Hrs	865/hr	\$259.50
Total MR Relief from Stay Proceedings			1.90		\$1,173.00

Plan and Disclosure Statement

08/23/23	LKG	email x3 with D. Hillman, C. Delano, E. Lazerowitz re: exclusivity and 365(d)(4) extensions (.2)	0.20 Hrs	830/hr	\$166.00
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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
Total PL Plan and Disclosure Statement			0.20		\$166.00
Asset Disposition/Use, Sale					
08/02/23	GJFA	Call with Omni re: service of bid procedures order and sale notice (.4); emails with K. Good re: same (.2)	0.60 Hrs	585/hr	\$351.00
08/02/23	LCH	Emails with K. Good and L. Akkerman re cure notice	0.10 Hrs	330/hr	\$33.00
08/02/23	LCH	Review and retrieve bid procedures order and coordinate service of same	0.30 Hrs	330/hr	\$99.00
08/02/23	LKG	email x2 to L. Huber, L. Akkerman, S. Rizvi, A. Stulman re: sale order deadlines and cure notice status (.1); emails x8 with same and Omni team re: service of bid procedures order and planning for sale/cure service (.4)	0.50 Hrs	830/hr	\$415.00
08/02/23	AHSA	Correspondence with co-counsel, K. Good and Province re: cure schedule (.1); correspondence with co-counsel, G. Flasser and K. Good re: sale service issues (.2);	0.30 Hrs	675/hr	\$202.50
08/03/23	LA	Review As-Entered Bid Procedures Order and Calendar Relevant Deadlines (0.9) and meet and email L. Huber re: same (0.2); Review and revise as-filed Notices re: Auction and Cure Notice (1.3); email K. Good and A. Stulman re: same (0.2); meet with K. Good re: same (0.1)	2.70 Hrs	440/hr	\$1,188.00
08/03/23	LCH	Preserve cure and sale notices (.2); correspondence with L. Akkerman re deadlines for same (.4)	0.60 Hrs	330/hr	\$198.00
08/03/23	AHSA	Correspondence with co-counsel re: cure list (.2); correspondence with K. Good and L. Akkerman re: cure notice (.1);	0.30 Hrs	675/hr	\$202.50
08/03/23	LKG	meet with L. Akkerman re: sale and cure notices (.1); review revisions to same (.2)	0.30 Hrs	830/hr	\$249.00
08/04/23	AHSA	Correspondence with co-counsel and Province re: cure schedule (.3); review same (.2); correspondence with L. Akkerman and K. Good re: same and notices (.2); review same (.1);	0.80 Hrs	675/hr	\$540.00
08/04/23	LKG	review final drafts of cure and sale notices (.2); email to L. Akkerman, A. Stulman re: same (.1)	0.30 Hrs	830/hr	\$249.00
08/04/23	LA	Review, revise, and oversee filing of Notices of Agenda and Cure Notice (1.5); email A. Stulman re: same (0.2); email L. Huber re: same (0.2); email co-counsel re:	2.00 Hrs	440/hr	\$880.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
08/04/23	LCH	same (0.1) Prepare/format/organize cure notice (.2); prepare/organize/redact exhibit to same (.4); e-file same and coordinate service (.3); emails with L. Akkerman re same (.2)	1.10 Hrs	330/hr	\$363.00
08/04/23	LCH	Format and prepare sale notice (.3); e-file same and coordinate service (.2); emails with L. Akkerman re same (.2)	0.70 Hrs	330/hr	\$231.00
08/07/23	AHSA	Correspondence with co-counsel and client re: cure notice (.1); correspondence with contract counterparty and co-counsel re: same (.2);	0.30 Hrs	675/hr	\$202.50
08/15/23	LKG	email to A. Stulman re: term sheet for commercial resolution of disputes (.1)	0.10 Hrs	830/hr	\$83.00
08/18/23	LKG	call with E. Lazerowitz re: path forward (.1); email to D. Hillman, C. Chen Delano, D. Fournier, E. Lazerowitz and others re: same (.1)	0.20 Hrs	830/hr	\$166.00
08/22/23	CMS	Review strict foreclosure APA.	1.00 Hrs	865/hr	\$865.00
Total SA Asset Disposition/Use, Sale			12.20		\$6,517.50

Communications with Debtors or Trustee

08/14/23	SR	Attend board call with DMack, E Lazerowitz, M Atkinson, J Carino, D Fournier, B Aghveli, C Speckhart, A Howard, J Learish, K Good, R Busto re Carnival issue (joined late).	0.50 Hrs	460/hr	\$230.00
08/14/23	LKG	participate in call with E. Lazerowitz, J. Wu, N. Groombridge, D. Fournier, A. Patel, V. Indelicato and others re: next steps following decision (1.1); participate in board call re: same (.5); email x2 to S. Rizvi re: appeal research (.1); review same (.4); email to J. Wu re: same (.1); review memorandum opinion re: credit bidding/standing (.5)	2.70 Hrs	830/hr	\$2,241.00
08/14/23	AHSA	Correspondence with co-counsel and client re: board call (.2); review/analyze issues list (.2); call with K. Good re: board call/case update/go-forward (.2);	0.60 Hrs	675/hr	\$405.00
08/16/23	SR	Emails with company and Cooley team re board call and draft resolutions (.1); review resolutions re potential conversion (.3).	0.40 Hrs	460/hr	\$184.00
08/16/23	SR	Attend board call with DMack, E Lazerowitz, M Atkinson, J Carino, D Fournier, B Brenton, S Zuckerman B Aghveli, C Speckhart, A Howard, J Learish, K Good, R Busto re Carnival	0.50 Hrs	460/hr	\$230.00

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<u>Date</u>	<u>Atty</u>	<u>Description</u>	<u>Time</u>	<u>Rate</u>	<u>Value</u>
08/17/23	SR	issue. Attend board call with D Mack, E Lazerowitz, M Atkinson, J Carino, D Fournier, B Aghveli, C Speckhart, A Howard, C Samis, K Good, R Busto re Carnival issues.	1.30 Hrs	460/hr	\$598.00
		Total TR Communications with Debtors or Trustee	6.00		\$3,888.00
Utilities					
08/21/23	AHSA	Correspondence with client and co-counsel re: utilities issue (.1); review final utilities order (.1);	0.20 Hrs	675/hr	\$135.00
		Total UM Utilities	0.20		\$135.00
Total					\$116,596.00

LEGAL SERVICES SUMMARY

L. Katherine Good	25.50 Hrs	830.00/hr	\$21,165.00
Christopher M. Samis	24.40 Hrs	865.00/hr	\$21,106.00
Aaron H. Stulman	37.80 Hrs	675.00/hr	\$25,515.00
Levi Akkerman	20.80 Hrs	440.00/hr	\$9,152.00
Gregory J. Flasser	0.60 Hrs	585.00/hr	\$351.00
Sameen Rizvi	49.10 Hrs	460.00/hr	\$22,586.00
Michelle M. Dero	11.00 Hrs	350.00/hr	\$3,850.00
Lauren C. Huber	33.70 Hrs	330.00/hr	\$11,121.00
Kristin A. McCloskey	3.80 Hrs	350.00/hr	\$1,330.00
Melissa L. Romano	1.20 Hrs	350.00/hr	\$420.00
	207.90 Hrs		\$116,596.00

Project Category	Hours	Amount
Asset Disposition/Use, Sale (SA)	12.20	\$6,517.50
Business Operations (BO)	8.70	\$6,247.00
Case Administration (CA)	16.90	\$8,427.00
Communications with Debtors or Trustee (TR)	6.00	\$3,888.00
Court Appearances/Communications/Hearings (CH)	32.10	\$17,325.50
Creditor Inquiries (CI)	1.40	\$1,086.00
Employee Benefits/Pensions (EB)	0.60	\$498.00
Employment Applications/Objections (EA)	5.80	\$2,759.50

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Project Category	Hours	Amount
Executory Contract and Leases (EC)	3.60	\$1,823.00
Fee Applications/Objections (FA)	23.80	\$11,910.50
Financing/Cash Collateral/DIP (CR)	7.90	\$5,846.00
Litigation/Adversary Proceedings (AP)	86.50	\$48,750.00
Plan and Disclosure Statement (PL)	0.20	\$166.00
Relief from Stay Proceedings (MR)	1.90	\$1,173.00
Tax Issues/Corporate Matters (MA)	0.10	\$44.00
Utilities (UM)	0.20	\$135.00
Total	207.90	\$116,596.00